

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1288482

OMB APPROVAL	
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Expires:	May 31, 2005
Estimated average burden hours per response:	16.00



04027046

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

DOWNTOWN INDY, L.L.C.

Filing Under (Check box(es) that apply): ☐ Rule 504 ☒ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

DOWNTOWN INDY, L.L.C.

Address of Executive Offices (Number and Street, City, State, Zip Code)

3495 COOLIDGE ROAD EAST LANSING, MI 48223

Telephone Number (Including Area Code)

(517) 337-8900

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

CONSTRUCTION AND OPERATION OF HOTEL

Type of Business Organization

☐ corporation☐ limited partnership, already formed☒ other (please specify):☐ business trust☐ limited partnership, to be formed

LIMITED LIABILITY COMPANY

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 04 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada, FN for other foreign jurisdiction)

MI

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

H.R.C. PROPERTIES, L.L.C., A MICHIGAN L.L.C., TERRY L. HALL, MEMBER
Full Name (Last name first, if individual)

3495 COOLIDGE ROAD EAST LANSING, MI 48823
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

H.R.C. PROPERTIES, L.L.C., A MICHIGAN L.L.C., JOE A ROMKEMA, MEMBER
Full Name (Last name first, if individual)

3495 COOLIDGE ROAD EAST LANSING, MI 48823
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

HRC PROPERTIES, L.L.C., A MICHIGAN L.L.C., CATHY J. MATUSAK, MEMBER
Full Name (Last name first, if individual)

3495 COOLIDGE ROAD EAST LANSING, MI 48823
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☒ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

KEVIN DAHL
Full Name (Last name first, if individual)

3495 COOLIDGE ROAD EAST LANSING, MI 48823
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$100,000.00
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$ <u>4,000,000</u>	\$ <u>-</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ <u>4,000,000</u>	\$ <u>-</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	\$
Non-accredited Investors	\$
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	\$
Regulation A	\$
Rule 504	\$
Total	<u>N/A</u>	\$ <u>N/A</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input type="checkbox"/>	\$
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify)	<input type="checkbox"/>	\$
Total	<input type="checkbox"/>	\$ <u>N/A</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

\$4,000,000

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$ <u>3,345,000</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$ <u>655,000</u>
Other (specify):	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$ <u>NONE</u>	<input type="checkbox"/> \$ <u>4,000,000</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>4,000,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>DOWNTOWN INDY, L.L.C.</u>	Signature <u>Terry L. Hall</u>	Date <u>4/21/04</u>
Name of Signer (Print or Type) <u>H.R.C. PROPERTIES, L.L.C.</u> <u>TERRY L. HALL, MEMBER</u>	Title of Signer (Print or Type) <u>MANAGER MEMBER</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

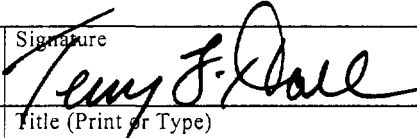
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
DOWNTOWN INDY, L.L.C.		4/21/04
Name (Print or Type)	Title (Print or Type)	
H.R.C. PROPERTIES, L.L.C. TERRY L. HALL, MEMBER	MANAGER MEMBER	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	0	0	0	0	0		X
AK		X	0	0	0	0	0		X
AZ		X	0	0	0	0	0		X
AR		X	0	0	0	0	0		X
CA		X	0	0	0	0	0		X
CO		X	0	0	0	0	0		X
CT		X	0	0	0	0	0		X
DE		X	0	0	0	0	0		X
DC		X	0	0	0	0	0		X
FL		X	0	0	0	0	0		X
GA		X	0	0	0	0	0		X
HI		X	0	0	0	0	0		X
ID		X	0	0	0	0	0		X
IL		X	EQUITY 4,000,000	0	0	0	0		X
IN		X	EQUITY 4,000,000	0	0	0	0		X
IA		X	0	0	0	0	0		X
KS		X	0	0	0	0	0		X
KY		X	0	0	0	0	0		X
LA		X	0	0	0	0	0		X
ME		X	0	0	0	0	0		X
MD		X	0	0	0	0	0		X
MA		X	0	0	0	0	0		X
MI		X	EQUITY 4,000,000	0	0	0	0		X
MN		X	0	0	0	0	0		X
MS		X	0	0	0	0	0		X

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		X	0	0	0	0	0		X
MT		X	0	0	0	0	0		X
NE		X	0	0	0	0	0		X
NV		X	0	0	0	0	0		X
NH		X	0	0	0	0	0		X
NJ		X	0	0	0	0	0		X
NM		X	0	0	0	0	0		X
NY		X	0	0	0	0	0		X
NC		X	0	0	0	0	0		X
ND		X	0	0	0	0	0		X
OH		X	EQUITY 4,000,000	0	0	0	0		X
OK		X	0	0	0	0	0		X
OR		X	0	0	0	0	0		X
PA		X	0	0	0	0	0		X
RI		X	0	0	0	0	0		X
SC		X	0	0	0	0	0		X
SD		X	0	0	0	0	0		X
TN		X	0	0	0	0	0		X
TX		X	0	0	0	0	0		X
UT		X	0	0	0	0	0		X
VT		X	0	0	0	0	0		X
VA		X	0	0	0	0	0		X
WA		X	0	0	0	0	0		X
WV		X	0	0	0	0	0		X
WI		X	0	0	0	0	0		X

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		X	0	0	0	0	0		X
PR		X	0	0	0	0	0		X

Telephone:
(614) 644-7381

STATE OF OHIO
Department of Commerce, Division of Securities
77 South High Street, Columbus, Ohio 43215-6131

File No. _____

Form 3-W
REPORT OF PROPOSED SALE OF SECURITIES
1707.03(W)

Claimant Must Not Fill In. Division Record --	Date	Checked By	Notation
Fee (\$100) received _____			
Prior registrations checked _____			
Examined as to form _____			
Amendment requested _____			
Record made _____			
Examination requested _____			
Exemption 3-W (Claimant Must Not Fill In.)			
(File)	(Date)	(Amount)	(Description) (Price)

Instructions

This form is to be used only for any offer or sales to be made in reliance on the exemptions provided by Rule 505 of Regulation D made pursuant to the Securities Act of 1933. This form and the one hundred dollar filing fee should be submitted to the Ohio Division of Securities, 77 South High Street, Columbus, Ohio 43215. *Five business days after receipt by the Division, offers may begin.*

- Issuer's full name DOWNTOWN INDY, L.L.C.
- Issuer's address 3495 COOLIDGE ROAD EAST LANSING, MI 48823 (517) 337-8900
(Street, City, State, Zip Code) (Phone No.)
- State of incorporation/formation MI Type of entity LIMITED LIABILITY COMPANY
(Corporation, Partnership, etc.)
- Correspondence regarding this report should be sent to:
H.R.C. PROPERTIES, L.L.C. 3495 COOLIDGE ROAD EAST LANSING, MI 48823 (517) 337-8900
(Name) (Street) (City, State, Zip Code) (Phone No.)
- Securities to be offered in Ohio under Section 1707.03(W)

Type of Securities	Price Per Unit	Number of Units	Total Offering
<u>MEMBER INTERESTS</u>	<u>\$100,000.00</u>	<u>40.0</u>	<u>\$4,000,000</u>
- Briefly describe the issuer's business.
HOTEL DEVELOPMENT AND MANAGEMENT

7. List any commission, discounts, or other remuneration paid or to be paid or given to any person, directly or indirectly, for sales in Ohio of the securities to be offered under this exemption.

Name and address of persons receiving commissions, etc.	Amount of commission, etc.	Percentage of the Initial Offering Price	Ohio Dealer License #
NONE	NONE	NONE	NONE

8. Does the issuer know or in the exercise of reasonable care could know that any of following apply to any person described in Rule 252(c) to (f) of Regulation A under the Securities Act of 1933:

(i) The person has filed an application for registration or qualification that is the subject of an effective order entered against the issuer, its officers, directors, general partners, controlling persons or affiliates thereof, pursuant to the law of any state within five years before the filing of notice required under Section 1707.03(W)(3) denying effectiveness to, or suspending or revoking the effectiveness of, the registration statement. ☐ YES ☒ NO

(ii) The person has been convicted of any offense in connection with the offer, sale, or purchase of any security or franchise, or any felony involving fraud or deceit, including but not limited to forgery, embezzlement, fraud, theft, or conspiracy to defraud. ☐ YES ☒ NO

(iii) The person is subject to an effective administrative order or judgment entered by a state securities administrator within five years before the filing of a notice required under Section 1707.03(W)(3), that prohibits, denies, or revokes the use of any exemption from securities registration, that prohibits the transaction of business by the person as a broker or dealer, or that is based on fraud, deceit, an untrue statement of a material fact or an omission to state a material fact. ☐ YES ☒ NO

(iv) The person is subject to any order, judgment or decree of any court entered within five years before the filing of a notice required under Section 1707.03(W)(3), temporarily, preliminarily, or permanently restraining or enjoining the person from engaging in or continuing any conduct or practice in connection with the offer, sale, or purchase of any security, or making of any false filing with any state. ☐ YES ☒ NO

If any of the above questions were answered yes, explain: _____

9. Incorporated issuers not domiciled in this state or unincorporated issuers having a situs of its principal place of business outside this state must file a Form 11 or Form U-2 (See Section 1707.11, R.C.)

10. Will an offering circular be used in connection with this offering? ☒ YES ☐ NO
If yes, attach a copy.

SIGNATURE

The issuer represents that the foregoing information is true as of the date hereof and agrees that this report shall be considered a written statement used for the purpose of selling securities in Ohio within the meaning of Section 1707.44(B) of the Ohio Revised Code. The individual signing this report on behalf of the issuer further represents that he is duly authorized by the issuer to execute and file this report.

Issuer Terry L. Hall
(Full Name)

By _____
(Signature) (Date)

TERRY L. HALL
(Please Print or type Name)

MANAGING MEMBER
(Official Capacity)

The Division suggests Form 3-W be sent certified mail for verification of receipt, or send a copy of this form together with a self-addressed, stamped envelope.

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned DOWNTOWN INDY, L.L.C. ^{2 LIMITED LIABILITY COMPANY} (~~a corporation~~); (~~a partnership~~), a () organized under the laws of MICHIGAN or (~~an individual~~); [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

H.R.C. PROPERTIES, L.L.C.

(Name)

3495 COOLIDGE ROAD EAST LANSING, MI 48823

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> AL	Secretary of State	<input type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GA	Commissioner of Securities
<input type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance
<input type="checkbox"/> CO	Securities Commissioner	<input checked="" type="checkbox"/> IL	Secretary of State
<input type="checkbox"/> CT	Banking Commissioner	<input checked="" type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input type="checkbox"/> IA	Commissioner of Insurance
<input type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> KS	Secretary of State
<input type="checkbox"/> KY	Director, Division of Securities	<input checked="" type="checkbox"/> OH	Secretary of State
<input type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance
<input type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator

CORPORATE ACKNOWLEDGMENT

State or Province of _____
County of _____ ss.

On this _____ day of _____, 20____ before me _____ the undersigned officer, personally appeared _____ known personally to me to be the _____ of the above named corporation and (Title) acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oath

My Commission Expires _____

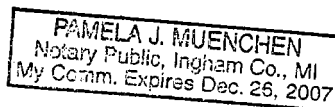
(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of Michigan
County of Ingham ss.

On this 31st day of April, 2004, before me, Terry L. Hall, the undersigned officer, personally appeared Terry L. Hall to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.



Pamela J. Muenchen
Notary Public/Commissioner of Oaths

My Commission Expires 12/26/07

(SEAL)

<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> MA	Secretary of State	<input type="checkbox"/> PR	Commissioner of Financial Institutions
<input checked="" type="checkbox"/> MI	Commissioner, Office of Financial and Insurance Services	<input type="checkbox"/> RI	Director of Business Regulation
<input type="checkbox"/> MN	Commissioner of Commerce	<input type="checkbox"/> SC	Securities Commissioner
<input type="checkbox"/> MS	Secretary of State	<input type="checkbox"/> SD	Director of the Division of Securities
<input type="checkbox"/> MO	Securities Commissioner	<input type="checkbox"/> TN	Commissioner of Commerce and Insurance
<input type="checkbox"/> MT	State Auditor and Commissioner of Insurance	<input type="checkbox"/> TX	Securities Commissioner
<input type="checkbox"/> NE	Director of Banking and Finance	<input type="checkbox"/> UT	Director, Division of Securities
<input type="checkbox"/> NV	Secretary of State	<input type="checkbox"/> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<input type="checkbox"/> NH	Secretary of State	<input type="checkbox"/> VA	Clerk, State Corporation Commission
<input type="checkbox"/> NJ	Chief, Securities Bureau	<input type="checkbox"/> WA	Director of the Department of Licensing
<input type="checkbox"/> NM	Director, Securities Division	<input type="checkbox"/> WV	Commissioner of Securities
<input type="checkbox"/> NY	Secretary of State	<input type="checkbox"/> WI	Department of Financial Institutions, Division of Securities
<input type="checkbox"/> NC	Secretary of State	<input type="checkbox"/> WY	Secretary of State
<input type="checkbox"/> ND	Securities Commissioner		

Dated this _____ day of _____, 20____
(SEAL)

2107 April 2004

By DOHN TOWNHINDY, L.L.C.
Terry J. Roane
MANAGING MEMBER
Title

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU
SECURITIES DIVISION

UNIFORM LIMITED OFFERING EXEMPTION
Consent to Service of Process and Undertaking

KNOW ALL MEN BY THESE PRESENTS:

That DOWNTOWN INDY, LLC. a/an LIMITED LIABILITY COMPANY
(Issuer) (designate whether Issuer is an individual or an organization)
of 3495 COOLIDGE ROAD EAST LANSING, MI 48823
(number, street, city, state and zip code)

for the purpose of complying with the laws of the state of Michigan, hereby irrevocably appoints the Administrator of the Corporation, Securities and Land Development Bureau of the Michigan Department of Consumer and Industry Services, or the Administrator's successor in office, to be the applicant's attorney to receive service of any lawful process in any noncriminal suit, action or proceeding against applicant, its successor, executor or administrator, which may arise under the Michigan Uniform Securities Act (being Act 265 of the Public Acts of 1964, as amended) or any rule or order thereunder after the filing hereof: and the applicant does hereby consent that any such suit, action or proceeding against applicant may be commenced in any court of competent jurisdiction and proper venue within the State of Michigan by service of process upon the said Administrator with the same force and validity as if served upon the applicant by service personally on its president or other chief officer, if a corporation, or one of its members if a limited liability company, or on one of its partners, if a partnership, or on one of its trustees, if a trust, or on the individual, if an individual.

Pursuant to the provisions of Michigan Securities Rule 803.7 (R 451.803.7) Downtown
(Issuer)
INDY, LLC. hereby agrees that upon written request of the Administrator, it will furnish to the Administrator the information furnished by the Issuer to offerees.

Signature	Title	Date

State of Michigan

County of Ingham

Subscribed and sworn to before me this 21st day of April A.D. 2004

DAMELA J. MUEBCHEN
Notary Public, Ingham Co., MI
My Comm. Expires Dec. 23, 2007

Damele J. Muebchen Notary Public
County of Ingham State of Michigan

IF CORPORATION, EXECUTE RESOLUTION AUTHORIZING
CONSENT TO SERVICE OF PROCESS ON BACK

UNIFORM FORM OF CORPORATE RESOLUTION OF

DOWNTOWN INDY, L.L.C.

(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states and rules thereunder, and in connection therewith to execute and file all requisite papers and documents including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; undertakings; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matter shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that he/she is the MEMBER Secretary of DOWNTOWN INDY, L.L.C., a corporation organized and existing under the laws of the State of MICHIGAN; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the _____ day of _____, _____, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Signature of Secretary

Tony J. Hall Member

Date

4/21/04

(Corporate Seal)



UNIFORM CONSENT TO SERVICE OF PROCESS

State Form 40645R/Form U-2

INDIANA SECURITIES DIVISION

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, DOWNTOWN INDY, LLC.(a corporation organized under the laws of the State of MICHIGAN(a partnership) (an individual) (other L.L.C.) for the purpose of complying with

the laws of the State of Indiana relating to either the registration or sale of securities, hereby irrevocably appoints the Secretary of State of Indiana and the successors in such office, its attorney in the State of Indiana upon whom may be served any notice, process, or pleading in any action or proceeding against it arising out of or in connection with the sale of securities or out of violation of the aforesaid laws of said state; and the undersigned does hereby consent that any such action, or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within said state by service of process upon said officer with the same effect as if the undersigned was organized or created under the laws of said state and had lawfully been served with process in said state.

Copies of any notice, process, or pleading served hereunder should be mailed to:

Name <u>DOWNTOWN INDY, LLC.</u>	
Address (Street, City and State) <u>3495 COOLIDGE ROAD EAST LANSING MI</u>	Zip <u>48823</u>

Applicant's Name <u>TERRY L. HALL, MEMBER</u>	Date
--------------------------------------------------	------

(Seal)

By:

Signature <u>Terry L. Hall</u>
Title <u>MEMBER</u>
Signature
Title